



February 4, 2009

Via Email & U.S. Mail

Ms. Laura H. Thielen, Chairperson
Board Of Land And Natural Resources
State of Hawaii
Post Office Box 621
Honolulu, Hawaii 96809

Re: Boating Lease No. B-00-1
Manele Small Boat Harbor, Lanai - TMK No. (2)4-9-17:06

Dear Ms. Thielen:

In December of 2000, Lanai Company, Inc., a Hawaii corporation and the lessee under the above-referenced boating lease ("Lease") with the State of Hawaii, duly merged with Castle & Cooke Resorts, LLC, a Hawaii limited liability company, as provided under Hawaii law. Both entities were wholly-owned subsidiaries of Castle & Cooke, Inc. at the time of merger. Under the Articles of Merger filed with the Department of Commerce and Consumer Affairs on December 28, 2000, Castle & Cooke Resorts, LLC was the surviving entity. A copy of the Article of Merger is enclosed herewith.

Under Paragraph 12 of the Lease, a merger is deemed to be an assignment of the Lease requiring the Board's approval. Accordingly, Castle & Cooke Resorts, LLC, hereby requests the Board's after-the-fact approval of this assignment.

Should you have any questions, please do not hesitate to call me. Thank you for your consideration of this matter.

Very truly yours,

Gary M. Yokoyama
Vice President & Corporate Counsel

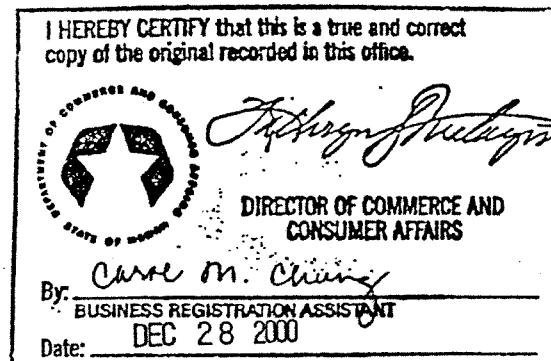
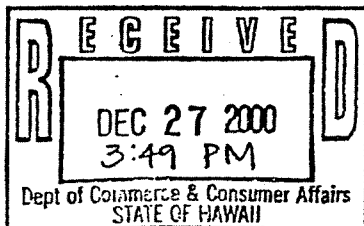
Encl.

STATE OF HAWAII
IN THE DEPARTMENT OF COMMERCE AND CONSUMER AFFAIRS

Business Registration Division
1010 Richards Street
Honolulu, Hawaii 96813

In the Matter of the Merger)
)
 of)
)
 Lanai Company, Inc.,)
 a Hawaii corporation,)
)
 into)
)
 Castle & Cooke Resorts, LLC,)
 a Hawaii limited liability company)

ARTICLES OF MERGER



Richard K. Mirikitani, Esq.
Castle & Cooke, Inc.
100 Kahelu Avenue
Mililani, HI 96789
Telephone No. (808) 548-4890

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_____)

ARTICLES OF MERGER

(Section 428-905 and Section 415-75.6, Hawaii Revised Statutes)

The undersigned, duly authorized officers of the entities submitting these Articles of Merger, certify as follows:

1. The name and state of formation of each entity proposing to merge is:

Lanai Company, Inc., a Hawaii corporation; and
Castle & Cooke Resorts, LLC, a Hawaii limited liability company

2. The name, state of formation and address of the surviving limited liability company is:

Castle & Cooke Resorts, LLC, a Hawaii limited liability company
Address: 100 Kahelu Avenue, Second Floor, Mililani, Hawaii 96789

3. The Plan of Merger has been approved by each entity involved in this merger.

4. Vote of the member of the surviving limited liability company:

<u>Percentage Interests Voting For Merger</u>	<u>Percentage Interests Voting Against Merger</u>
100%	0%

5. Vote of the shareholders of the merging corporation:

<u>Number of Shares Outstanding</u>	<u>Class/Series</u>	<u>Number of Shares Voting For Merger</u>	<u>Number of Shares Voting Against Merger</u>
1,000	Common	1,000	0

6. The Articles of Organization of the surviving entity are not being amended in connection with the Merger.

7. This Merger is effective as of 12:00 o'clock midnight, Hawaii Standard Time, on December 31, 2000.

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12/27/00

13:31

808 565 3881

Lanai Co., Inc.

002

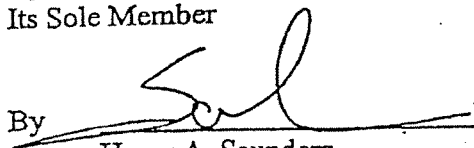
I certify, under the penalties set forth in the Hawaii Uniform Limited Liability Company Act, that I have read the above statements and that they are true and correct.

Signed this 27th day of December, 2000.

SURVIVING ENTITY:

Castle & Cooke Resorts, LLC,
a Hawaii limited liability company

By Castle & Cooke, Inc.,
Its Sole Member

By 
Harry A. Saunders
Its Senior Vice President

I certify, under the penalties set forth in the Hawaii Uniform Limited Liability Company Act, that I have read the above statements and that they are true and correct.

Signed this 27th day of December, 2000.

SURVIVING ENTITY:

Castle & Cooke Resorts, LLC,
a Hawaii limited liability company

By Castle & Cooke, Inc.
Its Sole Member.

By


Patrick J. Birmingham
Its Senior Vice President

12/27/00

14:51

808 565 7881

Lanai Co., Inc.

002

I certify, under the penalties of Section 415-136 and Section 428-1302, Hawaii Revised Statutes, that I have read the above statements and that they are true and correct.

Signed this 27th day of December, 2000.

NONSURVIVING ENTITY:

Lanai Company, Inc.,
a Hawaii corporation

By



Harry A. Saunders

Its Executive Vice President and Chief Operating Officer

I certify, under the penalties of Section 415-136 and Section 428-1302, Hawaii Revised Statutes, that I have read the above statements and that they are true and correct.

Signed this 27th day of December, 2000.

NONSURVIVING ENTITY:

Lanai Company, Inc.,
a Hawaii corporation

By



Richard K. Mirikitani
Its Vice President and Secretary